

**IN THE UNITED STATE BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:) **Chapter 11**
)
W.R. GRACE & CO., et. al.,) **Case No. 01-01139 (JKF)**
) **Jointly Administered**
Debtors.)
)
) **Re: Docket No. _____**

**ORDER GRANTING THE AMENDED APPLICATION OF CANADIAN ZAI CLAIMANTS
PURSUANT TO 11 U.S.C. §§ 503(b)(3)(D) AND 503 (b)(4) FOR ALLOWANCE
OF ADMINISTRATIVE EXPENSES OF LAUZON BÉLANGER S.E.N.C.R.L. AND
SCARFONE HAWKINS LLP AS CCAA REPRESENTATIVE COUNSEL
INCURRED IN MAKING SUBSTANTIAL CONTRIBUTION
FOR THE PERIOD OCTOBER 1, 2004 TO AUGUST 31, 2008**

Lauzon Bélanger S.E.N.C.R.L. and Scarfone Hawkins LLP, as Representative Counsel (“Representative Counsel”) to Canadian Zonolite Attic Insulation Claimants, in the above-captioned bankruptcy case, having filed its *Amended Application of Canadian ZAI Claimants Pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4) for Allowance of Administrative Expenses of Lauzon Bélanger S.E.N.C.R.L. and Scarfone Hawkins LLP as CCAA Representative Counsel Incurred in Making Substantial Contribution for the Period October 1, 2004, to August 31, 2008* (the “Application”); and the Court having reviewed the Application and exhibits related thereto, including the Amended Minutes of Settlement; and the Court having been satisfied that sufficient notice of the Application has been provided and that no other or further notice is required; and the Court having afforded all persons with standing an opportunity to be heard on the Application at a hearing held to consider approval of the Application;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.

2. Capitalized terms not otherwise defined herein have the meaning given to them in the Application.

3. Representative Counsel is awarded as an administrative expense claim pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4), in recognition of Representative Counsel's substantial contributions in these Chapter 11 cases, the aggregate amount of CDN\$2,000,000.00 in respect of legal fees and disbursements incurred by Representative Counsel during the Compensation Period.

4. In accordance with the provisions of the First Amended Joint Plan, the Debtors shall distribute such sums to Representative Counsel, as reasonably practicable following the Effective Date, pursuant to the Amended Minutes of Settlement.

5. This Court retains jurisdiction to interpret, implement and enforce the provisions of this Order.

Dated: _____, 2010
Wilmington, Delaware

United States Bankruptcy Judge